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Holt of California, a California corporation

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
(SAN FRANCISCO DIVISION)

In re:

Bankruptcy Case
No. 19-30088 (DM)

PG&E CORPORATION,

Chapter 11 (Lead Case) (Jointly Administered)

PACIFIC GAS AND ELECTRIC
COMPANY,

REFILED DECLARATION OF DARRELL
WEIGHT IN SUPPORT OF
CONDITIONAL OBJECTION OF HOLT
OF CALIFORNIA TO MOTION OF
DEBTORS PURSUANT TO 11 U.S.C. §§
105(a), 363(b), AND 503(b)(9) AND FED.
R. BANKR. P. 6003 AND 6004 FOR
INTERIM AND FINAL AUTHORITY TO
PAY PREPETITION OBLIGATIONS
OWED TO CERTAIN SAFETY AND
RELIABILITY, OUTAGE, AND
NUCLEAR FACILITY SUPPLIERS

Debtors

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects both Debtors

DATE: February 27, 2019
TIME: 9:30 a.m.
CTRM.: 17

** All papers shall be filed in the Lead Case, No. 19-30088 (DM).*

In re Pacific Gas and Electric Company, Chapter 11 Case No. 19-30088

In re Pacific Gas and Electric Company, Chapter 11 Case No. 19-30088
REFILED DECLARATION OF DARRELL WEIGHT IN SUPPORT OF CONDITIONAL OBJECTION OF HOLT OF CALIFORNIA TO MOTION OF DEBTORS PURSUANT TO 11 U.S.C. §§ 105(a), 363(b), AND 503(b)(9) AND FED. R. BANKR. P. 6003 AND 6004 FOR INTERIM AND FINAL AUTHORITY TO PAY PREPETITION OBLIGATIONS



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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
(SAN FRANCISCO DIVISION)

In Re Chapter 11 Case No. 19-30089DM

PG&E CORPORATION,

Debtor.

Tax I.D. No. 94-3234914

Chapter 11 Case No. 19-30089DM

DECLARATION OF DARRELL WEIGHT
IN SUPPORT OF CONDITIONAL
OBJECTION OF HOLT OF CALIFORNIA
TO MOTION OF DEBTORS PURSUANT
TO 11 U.S.C. §§ 105(a), 363(b), AND
503(b)(9) AND FED. R. BANKR. P. 6003
AND 6004 FOR INTERIM AND FINAL
AUTHORITY TO PAY PREPETITION
OBLIGATIONS OWED TO CERTAIN
SAFETY AND RELIABILITY, OUTAGE,
AND NUCLEAR FACILITY SUPPLIERS

In Re

PACIFIC GAS AND ELECTRIC
COMPANY,

Debtor

Tax ID No. 94-0742640

DATE: January 31 2019

TIME: 10:00 a.m.

DEPT.: 17

I, Darrell Weight, hereby declare as follows:

1. I make this Declaration In Support Of The Conditional Objection Of Holt Of California To Motion Of Debtors Pursuant To 11 U.S.C. §§ 105(a), 363(b), And 503(b)(9) And Fed. R. Bankr. P. 6003 And 6004 For Interim And Final Authority To Pay Prepetition Obligations Owed To Certain Safety And Reliability, Outage, And Nuclear Facility Suppliers. To the extent that I have personal knowledge of the facts set forth herein, I will set forth said personal knowledge. To the extent that I do not have personal knowledge, then I have gained

In re Pacific Gas and Electric Company Chapter 11 Case No. 19-30089

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1 such knowledge in the course and scope of my employment at Plaintiff, by reviewing the
2 records, documents, memoranda, reports and/or data compilations in Plaintiff's files, by my
3 knowledge of Plaintiff's business practices.

4 2. If called upon to testify in this action as to the matters set forth in this declaration,
5 I could and would competently testify thereto.

6 3. I am the Operations Manager of Holt of California, a California corporation
7 ("Holt"). My duties as Operations Manager of Holt include managing the rental staff,
8 operations, and sales creation procedure for Holt's equipment rental division. I have held this
9 position for approximately 3 years and have been employed by Holt for approximately 17 years.

10 4. Holt is the Caterpillar equipment dealer in northern and central California with its
11 corporate headquarters in Pacific Grove, Sutter County, California. Holt is in the business
12 providing sales, rental, parts, service and related activities to its customers for Caterpillar
13 construction, earthmoving, material handling, agricultural, power generation and related
14 equipment. Holt has 16 locations throughout northern and central California.

15 5. My duties as Operations Manager include supervisory responsibility for the rental
16 of Caterpillar and related equipment to PG&E Corporation ("PGE"). On or about November 12,
17 2015 Holt and PG&E entered into an agreement titled PG&E Contract No. 4400010093; Project
18 Name: Rental Project; Job Location: Various PG&E Locations (collectively, the "Master Rental
19 Agreement"). The Master Rental Agreement is currently in effect and expires on December 31,
20 2019. A copy of the Master Rental Agreement with the rental pricing redacted is attached hereto
21 as Exhibit A and is incorporated herein by reference.

22 6. The Master Rental Agreement contains preferred rental pricing and rebates to
23 PG&E that are not generally available to Holt's other customers.

24 7. I am informed and believe based on my discussions with PG&E Dispatch
25 Manager Rory Parks and PG&E Contracts Manager Richard Ho that Holt is considered a critical
26 vendor rated as one of the top equipment suppliers to PG&E based on a PG&E written scoring
27 system that considers the criteria described in Exhibit B attached hereto and incorporated herein
28 by reference. Also, I have been told that Holt is a critical vendor when PG&E considers its 3

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DECLARATION OF DARRELL WEIGHT IN SUPPORT OF CONDITIONAL OBJECTION OF HOLT OF
CALIFORNIA TO MOTION OF DEBTORS PURSUANT TO 11 U.S.C. §§ 105(a), 363(b), AND 503(b)(9) AND FED.
B. BANKR. P. 6002 AND 6004 FOR INTERIM AND FINAL AUTHORITY TO PAY PREFERENCE OBLIGATIONS
OWED TO CERTAIN SAFETY AND RELIABILITY, OUTAGE, AND NUCLEAR FACILITY SUPPLIERS

1 areas of focus: safety, fire clean up and support.

2 8. During the emergency conditions of the Camp Fire, Holt supplied Caterpillar
3 Earth Moving Equipment to PG&E at the fire site within 5 hours of notification, which was
4 critical in facilitating the staging areas for all of the first responders. Holt also supplied lighting
5 and power on an emergency basis.

6 9. Holt locations are close to the rental equipment locations so providing parts,
7 service and support by Holt's field personnel is available 24/7 and response time is minimized,
8 which is particularly important in an emergency situation.

9 10. During the past week PG&E had approximately 17 units on rent from Holt,
10 primarily used for fire clean up and pipeline reconstruction purposes. 7 of these units have been
11 returned to Holt pre-petition at Holt's request and 10 of these units remain in the possession of
12 PG&E. PG&E has advised Holt that it wants to continue to rent these 10 units post-petition.

13 11. The current amount due to Holt by PG&E as of the petition date is \$453,979.66.
14 The approximate amount due from rentals for the 21 days prior to the petition date is
15 approximately \$150,458.69. A summary of the aging of the total amount due is attached hereto
16 as Exhibit C and incorporated herein by reference.

17 12. I believe that Holt qualifies as a "Safety and Reliability Vendor" for the
18 following reasons:

- 19 a. Holt provides Caterpillar rental equipment that is highly specialized and closely
20 integrated into PG&E's business operations;
- 21 b. Holt was selected and qualified as a provider of critical goods;
- 22 c. The Caterpillar equipment provided by Holt relates to services that PG&E has
23 identified as critical, such as earth - moving and waste - removal;
- 24 d. The Caterpillar equipment provided by Holt relates to providing base camp
25 services for PG&E personnel;

26 13. I believe that Holt qualifies as a "Regulatory Compliance Vendor" for the
27 following reasons:

28 ///

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B. BANKR. P. 6002 AND 6004 FOR INTERIM AND FINAL AUTHORITY TO PAY PREPETITION OBLIGATIONS
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a. The Caterpillar equipment provided by Holt relates to the management of vegetation that grows near PG&E's transmission and distribution lines, and vegetation management reduces the risk of creating dangerous or hazardous conditions with the PG&E service area.

14. I believe that Holt qualifies as a “Operational Integrity Supplier” for the following reasons:

- a. Holt is a select supplier of PG&E;
- b. The Caterpillar equipment provided by Holt, and the service provided by Holt, is vital so that disruption would raise safety risks;
- c. PG&E would be unable to obtain comparable Caterpillar equipment and Holt service on a cost effective basis within a reasonable time;
- d. PG&E does not have a sufficient current inventory of Caterpillar equipment to meet its needs while searching for an alternative vendor;
- e. Holt is a party to the Master Rental Agreement with PG&E; and
- f. Holt is the owner of the Caterpillar equipment in the possession of PG&E.

I declare under penalty of perjury under the laws of the State of California and the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on January 30, 2019 at Vacaville, California.

DARRELL WEIGEL